UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

AMERIPRISE FINANCIAL SERVICES, INC. and SECURITIES AMERICA, INC., Plaintiffs,	:	Civil No. 08-CV-5219 (PAM/JJK)
v.	:	
THE RESERVE FUND, RESERVE MANAGEMENT COMPANY, INC. and BRUCE R. BENT, Defendants.	:	**MOTION TO DISMISS**

TO: William F. Stute and Michael M. Krauss, Faegre & Benson LLP, 2200 Wells Fargo Center, 90 South 7th Street, Minneapolis MN 55402, and Harvey J. Wolkoff and Robert A. Skinner, Ropes & Gray LLP, One International Place, Boston, MA 02110, Attorneys for Plaintiffs Ameriprise Financial Services, Inc. and Securities America, Inc.

Defendants in the above-captioned action hereby move the Court for dismissal of Plaintiffs' Verified Complaint, dated September 19, 2008, for failure to state any claim upon which relief may be granted. This motion is based upon Defendants' memorandum of law, the affidavit of Barbara P. Berens and exhibits thereto, and the proceedings herein.

DATED: OCTOBER 17, 2008

KELLY & BERENS, P.A.

s/Barbara P. Berens

Barbara P. Berens, #209788
Paul R. Hannah, #40502
Justi R. Miller, #0387330
80 S. 8th Street, Suite 3720
Minneapolis, Minnesota 55402
Telephone (612) 349-6171
Facsimile: (612) 349-6416

OF COUNSEL

WILLKIE FARR & GALLAGHER LLP
Tariq Mundiya, Esq.
Mary Eaton, Esq.
Todd G. Cosenza, Esq.
Jeffrey B. Korn, Esq.
787 Seventh Avenue
New York, New York 10019-6099
Telephone: (212) 728-8000
FACSIMILE: (212) 728-8111

Attorneys for Defendants